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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
GTE CORPORATION,	)	
	)	
Transferor,	)	
	)	
and	)	CC Docket No. 98-184
	)	
BELL ATLANTIC CORPORATION,	)	
	)	
Transferee,	)	
	)	
For Consent to Transfer of Control	)	

JOINT COMMENTS OF ALLEGIANCE TELECOM, INC., BLUESTAR COMMUNICATIONS, INC., CORECOMM, INC., DSLNET, INC., AND MGC COMMUNICATIONS, INC. d/b/a MPOWER COMMUNICATIONS CORP.

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Dated: May 5, 2000

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Summary

Bell Atlantic Corporation ("BA") and GTE Corporation ("GTE") have failed to demonstrate that their proposed merger is in the public interest. Therefore, the FCC should not approve the merger unless it imposes stronger merger conditions to ensure that the competitive benefits that BA and GTE claim will result from the transaction are enjoyed not only by Applicants, but by competitors and consumers.

While the modified conditions proposed by Applicants are an improvement from their initial position, they still are deficient in various respects. Therefore, Joint Commenters recommend that the FCC modify the proposed conditions as follows.

- The FCC should require BA/GTE to permit CLECs to adopt both negotiated and arbitrated interconnection agreements after the merger anywhere in BA/GTE's combined territory. Limiting MFN treatment only to negotiated agreements will give BA/GTE an incentive to arbitrate all interconnection agreements, rather than enter into negotiated agreements.
- The proposed MFN process should be streamlined. Specifically, upon receipt of a request for interconnection under the conditions, BA/GTE should be required to treat the requested agreement as being effective within 10 business days of receipt of the request (subject, when necessary, to state commission approval).
- Receipt of promotional discounts should not be subject to a CLEC having an effective amendment to its interconnection agreement. In addition, the costs of

ensuring that CLECs are receiving the discounts to which they are entitled should be imposed on BA/GTE, not on the CLECs. Specifically, BA/GTE should be required to provide qualified CLECs with comprehensive invoices reflecting the undiscounted and discounted rates applicable to them, rather than requiring CLECs to document the amounts of the discounts to which they are entitled.

- BA/GTE should be required to implement uniform OSS interfaces and business rules across the merged territory. In addition, the OSS processes that BA/GTE propose to make available should be expanded and the time frame for implementation of uniform OSS should be shortened.
- The Commission should ensure that, in establishing uniform OSS interfaces and business rules, BA/GTE adopts the higher standards of BA rather than the deficient processes currently used by GTE. Likewise, GTE should be required to upgrade its performance to at least BA's standards in a number of areas, including loop provisioning.
- In light of the fact that BA already has implemented change management processes in New York State, the proposed time frame for implementing change management processes – 12 months – should be reduced.

For the above reasons, the FCC should deny the application for approval of the merger of Bell Atlantic and GTE or should condition any approval as described above and in these comments.

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Allegiance Telecom, Inc., CoreComm, Inc., BlueStar Communications, Inc., DSLNet, Inc., and MGC Communications, Inc. d/b/a Mpower Communications Corp. (collectively "Joint Commenters") submit these comments on the most recent merger conditions proposed by Bell Atlantic Corporation and GTE Corporation ("Applicants").[1]

I. THE MERGER WOULD NOT SERVE THE PUBLIC INTEREST

In order to justify their proposed merger, the merger Applicants must show, by a preponderance of the evidence, that the proposed transaction would serve the public interest.[2] The most recent merger conditions proposed by the Applicants are significantly improved from the initial starting point of this application. Some of the proposed merger conditions are equivalent to those

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[1] *Commission Seeks Comment On Additional Filings Submitted By Bell Atlantic Corporation and GTE Corporation*, Public Notice, CC Docket No. 98-184, DA 00-959, released April 28, 2000.

[2] SBC/Ameritech Order at ¶ 48.

imposed on the merger of SBC/Ameritech. However, some of those conditions are inherently flawed and create as many problems as they solve, such as the requirement that only arbitrated agreements are available for opt-in other states. In still other respects, the Applicants have not yet come far enough to tip the scale in favor of a approval of the proposed merger. In particular, GTE's poor performance in a number of competitively sensitive areas substantially dilutes the possible benefits of the proposed merger and raises the disturbing spectre that GTE's standards and tepid support of market-opening requirements may become the norm in the new "Verizon," including the Bell Atlantic territory, rather than the other way around. This concern is validated by the recent premature announcements concerning the role of present GTE management in the new company. Accordingly, absent conditions that will bring GTE up to the standard of other major carriers, it is not possible for the Commission to conclude on the present record that the proposed merger would serve the public interest.

II. MFN INTO IN-REGION ARBITRATED AGREEMENTS SHOULD BE PERMITTED AND THE MFN PROCESS SHOULD BE STREAMLINED

A. MFN Into In-Region Arbitrated Agreements Should Be Permitted

Although BA/GTE have proposed a condition permitting CLECs to adopt negotiated in-region interconnection agreements in a manner similar to that provided in the SBC/Ameritech conditions,[1] it is critically important to competition that this provision be expanded to permit

[1] April 14 Conditions at ¶ 31.a.

adoption of *arbitrated* in-region interconnection agreements, as well. It has been Joint Commenters' experience that limiting in-region MFN rights to negotiated agreements[2] has perversely provided incentives for SBC/Ameritech to arbitrate interconnection arrangements out of fear that a voluntarily negotiated term will be imported into other states. In reality, this condition is now impeding competition, rather than promoting the availability of interconnection agreements for opt-in, and so far has increased SBC/Ameritech's reluctance to make reasonable concessions in negotiations. To avoid repeating this result here, the FCC should require that BA and GTE offer interconnection arrangements that they negotiated *or arbitrated* prior to the merger throughout their respective in-region areas and arrangements negotiated *or arbitrated* after the merger anywhere in BA/GTE's in-region areas.[3]

This requirement will be important given that GTE's performance in many areas falls below that of Bell Atlantic. The ability of CLECs to opt into Bell Atlantic agreements will be particularly valuable concerning collocation and loop provisioning. Permitting MFN for voluntarily negotiated agreements will help assure that GTE's collocation and loop provisioning intervals will at least be brought up to the level of Bell Atlantic.

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[2] *See* SBC/Ameritech Order at ¶ 491.

[3] Joint Commenters' proposal to extend CLECs' MFN rights to arbitrated agreements would not conflict with the authority of each state Commission to approve interconnection agreements under 47 U.S.C. § 252(e). As is provided in ¶ 31.a of the April 14 Conditions, BA/GTE would only undertake to *sign* the MFN agreement. The signed agreement would then be presented to the state commission for its consideration under 47 U.S.C. § 252(e). Of course, this would apply only to the first out-of-state agreement presented to a state commission pursuant to the merger condition.

Paragraph 31.b of the April 14 Conditions takes a small step in the right direction, but it is indeed a very small step, one that will have very little pro-competitive impact. Paragraph 31.b provides that in the event that a CLEC wishes to adopt in State A an arbitrated interconnection agreement entered into by BA/GTE in State B, the CLEC may arbitrate in State A without waiting 135 days after making a demand for interconnection in State A, as required by 47 U.S.C. § 252(b)(1). While Paragraph 31.b may enable a CLEC to arbitrate with BA/GTE more quickly, it does not address the principal problem posed by this condition, which is that it still provides BA/GTE with an incentive not to make a reasonable concession in State B, for fear that CLECs will avail themselves of that concession in the more that 30 other BA/GTE states without arbitration. From Joint Commenters' perspective, the barrier that is presented by BA/GTE's unwillingness to negotiate a reasonable agreement relates to the expense and burden of having to arbitrate issues in potentially more than 30 states. The fact that under Paragraph 31.b, a CLEC can commence the 30 arbitrations more quickly is of relatively little comfort, because the expense and burden of the 30 arbitrations remains the same. Joint Commenters therefore reiterate their request that any conditions require BA/GTE to allow a CLEC to MFN into the terms and conditions (but not rates) of post-merger arbitrated agreements of one state into any other state in the merged region.[4]

B. The MFN Process Should Be Streamlined

[4] Of course, CLECs may opt into rates of agreements in the same state.

Joint Commenters' experience with the MFN process in SBC territory also prompts suggestions for improvement in the process provided in ¶¶ 30-32 of the April 14 Conditions. Those paragraphs entitle a CLEC to MFN into various BA/GTE interconnection agreements. Unfortunately, as with the SBC/Ameritech Merger Conditions, the details of the MFN process are not made clear. As a result, when a CLEC requests adoption of an interconnection agreement, it may be forced to wait an indefinite (and often excessively lengthy) period of time before being presented with an agreement to sign, and the agreement may contain unwarranted conditions and/or "clarifications." Even after the agreement is signed, it does not become effective until approved by the state commission. While BA's policy is to treat such agreements as effective upon filing, GTE's policy, like SBC's, has been to treat agreements as effective only upon state commission approval. Moreover, absent a merger condition, BA could change its policy at any time. Thus, unwarranted delays are injected into the process, along with the possibility that a CLEC may be forced to choose between agreeing to unwarranted conditions and suffering further delay while disputed issues are presented to the state commission. To avoid these problems, Joint Commenters request that these conditions be modified to provide that upon BA/GTE's receipt of a request for interconnection in accordance with ¶¶ 30-32, BA/GTE must treat the requested agreement as being effective within 10 Business Days of receipt of the request, subject to the condition subsequent of state commission approval.

III. RECEIPT OF PROMOTIONAL DISCOUNTS SHOULD BE AUTOMATIC

Paragraphs 34-38 of the April 14 Conditions provide for promotional discounts, patterned after those found in the SBC/Ameritech Merger Conditions. However, it is Joint Commenters' experience with the corresponding provisions of the SBC/Ameritech Merger Conditions that SBC requires a CLEC to have an effective amendment to its interconnection agreement before receiving the discount. This in itself needlessly injects delay and expense into the process for a CLEC and needlessly denies the CLEC the benefit of the discounts.

In addition, even after the CLEC has an effective interconnection agreement and has satisfied all conditions necessary to receive the promotional discount, SBC continues to bill the CLEC at the undiscounted rate, requiring the CLEC to dedicate personnel to audit the invoice and send back to SBC correspondence indicating the amount of the discount to which it is entitled, ant then continue to track the reconciliation process. This process generates delays and substantial resource drains and administrative costs on the CLEC. These costs may offset some or all of the promotional discount, undermining the intent of the promotional discount program.

Joint Commenters therefore request that the proposed conditions be modified. Specifically, it should be made clear that once a CLEC has demonstrated that it is qualified to receive a promotional discount, BA/GTE invoices should be required to reflect all promotional discounts to which the CLEC is entitled in such a manner that the CLEC can review the invoice and determine whether the discount was in fact provided. This obligation should apply as of the Merger Effective Date and until the CLEC no longer qualifies for the promotional discount.

Absent this change, Bell Atlantic and GTE may adopt SBC's needlessly cumbersome and expensive approach to implementation of promotional discounts.

IV. APPLICANTS SHOULD BE REQUIRED TO IMPLEMENT UNIFORM OSS

Access to ILECs' OSS is critical for CLECs to obtain the information and services that they need to compete effectively. Complying with multiple and differing OSS rules to obtain loops and other UNES, and resold services, imposes significant administrative burdens and transactional costs on CLECs. CLECs must devote capital and administrative resources, and train their staff to deal with disparate ILEC business rules, terminology, manuals, forms, systems and processes, which fundamentally affect the manner in which CLECs interface with ILECs to serve end-user customers. This is a burden for all CLECs that will divert resources from expanding product offerings. It is particularly a burden for smaller CLECs with limited resouces, these transactional costs present a formidable barrier to entry. OSS uniformity, in turn, promotes competition by reducing CLECs' costs of entry and, instead, enables such CLECs to dedicate their resources to developing and expanding their networks and services.

Of particular concern is Applicants' express refusal to implement common business rules across the merged service area.[5] The Commission should require BA and GTE to develop and implement uniform business rules throughout the merged service area as a condition to approval of the proposed merger. Even if Applicants were correct that there are no regional CLECs that

[5] See ¶¶ 18-19. Applicants provide no new explanations for their refusal to offer uniform rules.

operate in both BA and GTE territories (which is incorrect), existing CLECs are likely to expand their areas of operation and new CLECs that operate in both territories are likely to commence operations. As noted above, complying with multiple OSS rules imposes substantial transactional costs on CLECs. CLECs already must bear these costs when dealing with different ILECs; they should not be required to do so when dealing with different parts of the same ILEC. Therefore, the Commission should require Applicants to implement single, nationwide, uniform OSS interfaces and associated business rules. Specifically, Applicants should be required to ensure that data format specifications, product descriptions, forms, and business rules are made uniform across the merged service area. Applicants' internal processes for performing requested functions and provisioning requested services may vary, so long as those differences are transparent to requesting CLECs (for example, by using the proposed software "masking" solution mentioned by Applicants). Moreover, a detailed timeline for infrastructure changes should be incorporated into their uniform OSS delivery timeline. Because the quality of GTE's OSS and business rules are substantially below those of other ILECs, including BA, GTE should be required to upgrade its processes to at least the standards of BA as a condition to the proposed merger.

Applicants' claim that implementing uniform OSS business rules across the merged service area would be prohibitively expensive or overly difficult is belied by the fact that BA and

GTE have offered to implement uniform business rules in Pennsylvania and Virginia.[6] For example, Applicants' proposal to implement a software solution that "masks" the differences between BA's and GTE's OSS systems is a helpful step that apparently could be utilized throughout the Applicants' joint service area. That approach also would address Applicants' claim that they should not make their OSS rules uniform because CLECs have developed systems to work with existing BA and GTE rules. Applicants' offer to establish uniform business rules in Pennsylvania and Virginia demonstrates that it can be done elsewhere.

In addition, GTE has already implemented a common billing system in its diverse service areas called "CBSS." GTE has also partially implemented a national order processing system and is moving toward completion. Specifically, GTE's national order processing system and is moving toward completion. This system - National Order Collection Vehicle ("NOVC")" - has been connected to GTE's "back end" provisioning system known as AAIS so that orders from different systems can flow into the common provisioning systems. There is no reason why AAIS could not accommodate orders from other areas. In addition, these GTE uniformity efforts show that BA and GTE can achieve a greater degree of uniformity than they propose. Therefore,

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[6] BA's and GTE's business rules will not be completely uniform even in those states. As Applicants note in Paragraph 19(f)(4) of the Modified Proposed Conditions, as the OSS systems of BA and GTE are made uniform in Pennsylvania and Virginia, the combined system will no longer be uniform with GTE's systems in other states or even with in so-called "unconverted" areas in those states. Thus, CLECs operating in various parts of Pennsylvania and Virginia may be required to use two different OSS processes when dealing with GTE.

the Commission should require the Applicants to implement uniform nationwide OSS and business rules as a condition to its approval of the proposed merger.

Applicants' proposals fail to address other issues of importance to CLECs. For example, while Applicants propose to implement uniform integrated pre-ordering and ordering processes, they make no mention of provisioning, billing, and maintenance and repair, all of which are crucial to competitors. The Commission should require Applicants to include these processes in their uniform OSS. The uniform OSS should conform to ATIS/OBF LSOG standards. Also, it does not appear that Applicants intend to consult with CLECs on the implementation of change management processes. Because these processes directly affect CLECs, they should be part of the collaborative process.

Finally, the Commission should shorten and make clear the timeframes in which Applicants are required to provide uniform OSS interfaces and business rules. Currently, Applicants propose a "target date" to establish uniform interfaces and rules in their respective service areas of 24 months after the completion of an OSS collaborative process. While Applicants state their intention to complete collaboratives within 90 days, the experience of the SBC/Ameritech collaboratives show that that schedule is extremely aggressive. Delays in the collaboratives will benefit Applicants. As a result, it is likely that the Applicants' OSS compliance will be substantially later than 24 months following the close of the merger. Therefore, the Commission should establish a realistic schedule for the completion of the

collaboratives and require Applicants to provide uniform nationwide OSS interfaces and business rules no later than 12 months thereafter.[7]

Similarly, the proposed 5-year implementation period in Pennsylvania and Virginia is too long and should be reduced to 1 year. A longer period will enable GTE and BA to benefit from the proposed merger, without extending similar benefits to competitors. For the same reason, Applicants should be required to accelerate the deadlines set forth in Paragraph 19.f.(2), so that they implement uniform interfaces and rules for at least 80% of their access lines withing 24 months.

If the FCC nevertheless determines that Applicants are not required to provided uniform OSS rules in the combined service area, the FCC should, at a minimum, require Applicants' OSS to provide CLECs with like functionality throughout the merged service area.[8] For instance, if CLECs can obtain loop qualification information from BA's OSS, they should also be able to obtain the same loop qualification information from GTE's OSS. In short, the FCC should ensure that the continued use of different OSS business processes by BA and GTE do not permit Applicants to escape their duty to provide identical business information that CLECs need for pre-ordering, ordering, provisioning, maintenance and repair, and billing. The Commission

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[7] The deliverables that come out of the collaborative process should be similar to those issued in connection with the SBC/Ameritech collaboratives.

[8] Comments of CoreComm, Inc., at 35-36

should also be sensitive to the fact that it is inevitable that BA and GTE will adopt some degree of uniformity and integration of practices with respect to their own retail operations. At a minimum the Commission should require that any uniform practices and capabilities that these companies adopt for their own retail operations is available to competitors.

The Commission should also modify Applicants' proposed compliance plans for their OSS commitments. Applicants still propose to require CLECs to enforce their compliance with OSS commitments by requesting binding arbitration by the FCC,[9] and to require CLECs who request arbitration to pay 100% of their costs to prosecute the arbitration, and 50% of the costs of the arbitrator and any experts. If BA/GTE is not in compliance, all fines are paid to the U.S. Treasury, and nothing is paid to the prevailing CLEC. Instead of this proposal, the Commission should obligate BA/GTE to pay 100% of the costs of the arbitrator and experts if a CLEC prevails. In addition, CLECs should be entitled to reimbursement for past harms resulting from BA/GTE's conduct and should be able to recover their attorneys' fees and costs incurred in the arbitration from BA/GTE.

V. GTE'S PERFORMANCE MUST IMPROVE

Requiring Bell Atlantic and GTE to establish uniform OSS across their service territories would go a long way towards bringing GTE up to an adequate performance level. However, there continue to be other areas in which GTE's peformance lags behind that of Bell Atlantic and

[9] *See* BA/GTE Modified Proposed Merger Conditions at ¶ 21.

other major carriers. In general, as part of any conditions imposed on the merger, the Commission should require GTE (and Bell Atlantic if applicable) to conform to the best practices of major carriers concerning provision of interconnection and UNE-related services to CLECs. In this vein, Applicants' uniform OSS should utilize the performance measurements that have been implemented by Bell Atlantic. Subsequent to the implementation of the uniform OSS, there should be a collaborative 6 month post-implementation review of the performance measurements. The new gargantuan ILEC "Verizon" will have ample resources to achieve better performance and eliminate certain anticompetitive practices in GTE territory and should be required to do so. Without mandates that will assure better GTE performance, Joint Commenters are very concerned that GTE standards and practices will, as part of the merger and integration of Bell Atlantic and GTE, be implemented in the current Bell Atlantic region.

Loop Provisioning. GTE's provisioning of loops in California and apparently throughout its service area is both deficient in comparison to other major carriers and discriminatory against CLECs. In initial comments, it was pointed out that GTE does not provide unbundled loops within a reasonable time frame and that one CLEC had over 201 loops delayed within approximately the previous 30 days because of GTE's failure to provide a reasonable due date for

provision of loops.[10] It was pointed out that Pacific Bell had recently agreed to provide loops within two days of order acceptance.[11]

In its reply comments, GTE provides a few meaningless statistics that do not show that it is providing loops within reasonable time frames. It states that in December 1999 and January 2000 it provided 168 loops to Mpower and that installation was completed "on average" in between 1.82 and 16.12 days.[12] It is impossible to discern from this statement any meaningful information about the timeliness GTE's provision of loops except that it apparently would be consistent with this report if a substantial number of loop installations took a great deal longer than 16.2 days along as the average installation time was somewhere within the reported range.

In fact, it is Mpower's experience that for 975 lines provided over the last three months GTE provisioned loops between 7 and 17 business days. For all orders submitted after January 14, 2000, GTE provided a due date in February. Thus, it appears that GTE has provided a far better performance picture to the Commission than is actually the case. Absent a reconciliation process between GTE and Mpower, it is possible that GTE reports better figures than is the case because it has excluded the bulk of loops provided to Mpower in making its estimates. In addition, Mpower's customers report that GTE has promised them that GTE could provide

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10 Bluestar et al Comments, p. 15.

11 Id., p. 15.

12 BA/GTE Reply, Appendix E, p 3.

service to them in 5 days if they switch back to GTE. In short, GTE is apparently favoring its own retail operations in loop provisioning and discriminating against CLECs. In addition, GTE has totally failed to offer any explanation as to why it could not match PacBell's commitment to provide unbundled loops within 2 days with respect to Frame Due Times ("FDTs") and within 5 days for other loops.

Joint Commenters emphasize that there is no operative loop provisioning standard applicable to GTE that could be used to assure that it is providing adequate and timely loop provisioning. The Commission should use this proceeding to impose conditions that will assure that GTE is providing loops on a timely basis.

CLECs offering service in GTE territories cannot realistically compete against GTE when GTE favors its own retail operations over CLECs. CLECs, as new market entrants, are particularly vulnerable to competitive injury when potential new customers must wait considerable and unknown periods of time to receive service. In addition, GTE's uninformative response in this proceeding to concerns on its loop provisioning practices highlights the needs for some performance measurements in this area that will present an accurate picture of its loop provisioning performance and safeguard against GTE's deficiencies in this area. Accordingly, at a minimum the Commission should not approve the Bell Atlantic/GTE merger without a further investigation of this issue, and if its approves the merger, subject to the condition that GTE provide loops within 5 days or less.

Other Loop Issues. Joint Commenters experience also shows a number of other serious deficiencies in GTE's loop provisioning practices. GTE as of the date of this pleading has refused to provide DS1s as UNEs to BlueStar. Further, it appears to have an unexplained practice of rejecting requests for loops because they are too long. BlueStar has had 13 loop requests rejected for this reason without further explanation of even what loop length GTE finds acceptable. GTE has also rejected BlueStar orders on several occasions because of its own inadequacies of its address database. When BlueStar places an order for a loop, GTE rejects it because its database does not have an address for the customer. GTE should be required to correct this deficiency as part of any approval of the proposed BA/GTE mergers.

Prohibitively Expensive Provision of Loops Served By Remote Switching Units ("RSU's"). As outlined in earlier Comments, approximately 50% of GTE's business customers are served by remote switching units ("RSUs").[13] In order to convert a customer served by an RSU, GTE requires CLECs to submit a Bona Fide Request ("BFR") for the installation of a D4 channel bank (a type of loop carrier) to serve the customer. GTE charges $21,950 to install the D4 channel bank and it takes GTE about 45-days from the submission of the BFR to provide a price quote. In its reply comments, GTE does little more than admit that these allegations are correct. What is missing is any justification of why D4 channel banks are required instead of other more affordable solutions such as offering subloop elements at UNE prices that would

[13] Allegiance comments p. 5.

permit CLECs to bypass the RSU. Bell Atlantic apparently will offer subloop elements that could address this issue.[14] And, the Commission has required ILECs to offer subloop elements as UNEs.[15] Nor does GTE attempt to justify the price. SBC states that if there is a D4 channel bank in place with extra capacity, the CLEC is not charged anything.[16] Apparently, this means that the first CLEC requesting a loop that could be served by the D4 channel bank must pay the full freight of the D4 channel bank. This is a clear example of anticompetitive pricing that discourages market entry because it requires a CLEC to pay nearly $22,000 for an unbundled loop.[17] What is clear is that $22,000 does not constitute UNE pricing. The Commission should not approve the merger without a condition requiring GTE to eliminate this anticompetitive pricing and practice.

VI. THE DELAYS IN IMPLEMENTING THE "CHANGE MANAGEMENT PROCESS" ARE UNWARRANTED

Bell Atlantic/GTE propose that twelve months after the Merger Close Date, Bell Atlantic/GTE will adopt, in each Bell Atlantic/GTE state, the current Bell Atlantic change management process originally developed as part of the New York Proceeding. "Change Management" is defined by Bell Atlantic/GTE as the "documented process that Bell

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14 See Bell Atlantic Proposed Solution, Attached as Exhibit A hereto.

15 UNE Remand Order, paras. 209-229.

16 *See* Bell Atlantic/GTE Reply Comments

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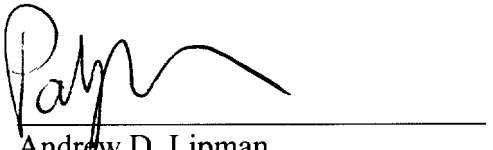
Atlantic/GTE and the CLECs follow to facilitate communication about OSS changes, new interfaces and retirement of old interfaces, as well as the implementation time frames which includes such provisions as a developmental view, release announcements, comments and reply cycles, new entrant and new release testing processes and regularly scheduled change management meetings." Since Bell Atlantic has already implemented these change management processes, it seems unreasonable that the integration of these processes into each Bell Atlantic/GTE state should take twelve (12) months. The Commission should require that these Bell Atlantic change management processes be implemented in GTE territory on a much more aggressive timetable.[18] The Commission should also require a New York-style collaborative that addresses issues that arise on an on-going basis.

[18] Joint Commenters note that the New York change management process, while a good baseline, is lacking in many respects (*e.g.*, versioning and prioritization), and therefore should be only the starting point for negotiations for an improved change management process.

VII. CONCLUSION

For these reasons, the Commission should deny the application for approval of the merger of Bell Atlantic and GTE or condition any such approval as described above.

Respectfully submitted,



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May 5, 2000

DRAFT: This is not a service offer; it is for discussion purposes only

Unbundled Feeder Sub-loop Element

I. General

Unbundled Feeder Sub-loop Element (UFSE) offering provides for DS1, DS3 and OC-3 transport between (1) a cross-connect frame in a Remote Terminal Equipment Enclosure (RTEE) where the CLEC customer has collocated transmission equipment; and (2) a cross-connect frame in the serving wire center of the RTEE. (See Diagram 1 attached.) UFSE can also be used to transport DS1, DS3 and OC-3 signals between a CLEC Outside Plant Interconnect Cabinet (TOPIC) and a cross connect frame in the serving wire center. (See Diagram 2 attached.) IAC and SAC cables in the RTEE and Serving CO will provide for transport from the frame to the collo sites in these respective locations. The CLEC will have assignment control to the SAC and IAC cables in both the CO and field locations.

UFSE is subject to the availability of suitable transmission facilities to either the RTEE or TOPIC. The cost of any construction that may be required to satisfy the UFSE request will be recovered through Special Construction. The CLEC must provide power and space (at no charge) for any transmission electronics that BA must install at the TOPIC. A location must be fed by fiber to be eligible for DS3 or OC-3 UFSE services.

Multiplexing at the RTEE is not supported with UFSE. BA will not combine UFSE with ULSA or LSULSA services.

II. Rate Structure

UFSE DS1, DS3 or OC-3 Services Terminated to RTEE

Monthly Recurring	$xx.xx
Service Order (NRC)	$xx.xx
Installation 1st	$xx.xx
Installation Addt'l	$xx.xx

UFSE DS1, DS3 and OC-3 Service Terminated to TOPIC

Monthly Recurring	$xx.xx
Service Order (NRC)	$xx.xx
Installation 1st	$xx.xx
Installation Addt'l	$xx.xx

CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of May, 2000, I served copies of the foregoing Joint Comments of Allegiance Telecom, Inc., Bluestar Communications, Inc., Corecomm, Inc., DSLnet, Inc., and MGC Communications, Inc. d/b/a Mpower Communications Corp. either by hand or by mail, first-class postage prepaid, on the persons on the attached list.

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